GREENBERG JEFFREY

Form 5 April 18, 2011

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if washington, D.C. 20549
no longer subject
to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

Number:

Expires:

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

Form 4 or Form

5 obligations

may continue.

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GREENBERG JEFFREY** Symbol SKECHERS USA INC [SKX] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner Officer (give title Other (specify 12/31/2010 below) below) 228 MANHATTAN BEACH BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

MANHATTAN BEACH, CAÂ 90266

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of Securities Ownership (Instr. 3) Code (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's (Instr. 4) Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount Class A Â Â Common 12/10/2010 **G5** 62,740 D \$0 226,257 D Stock **Jeffrey** Class A Greenberg Â Common 12/10/2010 G5 62,740 A \$0 $62,740^{(1)}$ 2010 Stock **GRAT** Class A Chloe July Â Â Â Â Â Â Common Ι 7.964 Greenberg Stock 2004 Trust

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Class A Common Stock	Â	Â	Â	Â	Â	Â	7,964	I	Catherine Elle Greenberg 2006 Trust
									2000 Hust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Class B Common Stock (2)	Â	12/10/2010	Â	G	Â	287,260	(3)	(3)	Class A Common Stock	28
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Class B Common Stock (2)	Â	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	
Class B Common Stock (2)	Â	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	
Class B Common Stock (2)	Â	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	1
Class B Common Stock (2)	Â	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	7
Class B Common Stock (2)	Â	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	30
	Â	Â	Â	Â	Â	Â	(3)	(3)		30

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Class B Common Stock (2) Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GREENBERG JEFFREY
228 MANHATTAN BEACH BLVD. Â X Â Â
MANHATTAN BEACH, CAÂ 90266

Signatures

Jeffrey Greenberg 04/15/2011

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares are held in a grantor retained annuity trust ("GRAT") for the benefit of the reporting person's children. The reporting person's spouse is trustee of the GRAT. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common (2) Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by stockholders.
- Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3